

Exhibit 2

From: Karen Tsay. Sent: 4/21/2006 4:25 PM.
To: [-] deal_review@google.com; emg@google.com; EMGEA@google.com; ostaff@google.com; Anne Montez; Brad Chin; Diane Noonan; Ginger Franke; Jim Marocco; Joan Braddi; Julio Pekarovic; Mark Fuchs; Nicole Wong; Susan Wojcicki.
Cc: [-] Jeff Shardell; David Graham; Andy Rubin; Vinay Bhargava; Daniel I. Alegre; Sanjay Kapoor.
Bcc: [-] .
Subject: EMG Deal Review - April 24, 2005.

We have the following agenda for next week's EMG deal review:

- Sun / Android (Andy Rubin)
- HP SMB (Vinay Bhargava)
- Intel OEM Program (Vinay Bhargava)
- Amazon (David Graham)
- China Mobile (Daniel Alegre) - tentative

Attached please find the presentation slides sans Amazon and China Mobile.

The meeting will be at 11am PST in Marrakesh building 43.

Dial in details:
conference number: 888-834-2663
international: 617-786-4658
Conference Code: 77734112

Deal Review Team

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

TRIAL EXHIBIT 22

CASE NO. 10-03561 WHA

DATE ENTERED _____

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EMG Deal Review – April 24, 2006

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- HP SMB (Vinay Bhargava)
- Intel OEM Program (Vinay Bhargava)
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Android/Sun

final approval

Andy Rubin, Tim Lindholm, Chris DiBona, Ethan Beard, Frank Montes



Agenda



- Partner Overview
- Sun + Google co-development agreement status
- Open Source License status
- Fees and payments
- Press announcement
- What if?
- Key Asks

Partner Overview - Sun Microsystems



Who Are They?

- Products and services for network computing
 - Java dominates wireless industry
 - Carriers require Java in their terminal terminal specifications
- Statistics
 - Not profitable
 - \$15.4B Market Cap
 - \$11.6B revenue
 - \$469M EBITDA
 - \$2.45B cash
- Market Presence
 - 1B Java embedded handsets
 - 180 carrier deployments
- Size
 - Offices in 170 countries worldwide
 - 40k employees

Why Do the Deal?

- Provides a professional services and distribution for our open source handset strategy
- Dramatically accelerates our schedule
- Form an open industry alliance to block MSFT
- Create value for wireless stakeholders



Proposed Deal Terms

Client	<ul style="list-style-type: none"> • Sun Microsystems
Term	<ul style="list-style-type: none"> • 5 years, renewable • Co-development partnership
Proposal	<ul style="list-style-type: none"> • Sun makes Java Open Source as part of Android platform • Companies work together to bring Android platform to market
Exclusivity	<ul style="list-style-type: none"> • Exclusive
Data Use / Restrictions	<ul style="list-style-type: none"> • See detailed slides
Fee	<ul style="list-style-type: none"> • \$28M • Payments spread over 3 years
Attribution	<ul style="list-style-type: none"> • N/A
Termination / Other Issues	<ul style="list-style-type: none"> • Structured as 4 agreements. Initial agreement Plus... • Project Plan (aka schedule) • Go To Market Plan (aka open source hosting, launch partners) • Governance Model (alliance structure)

Agreement Status



- Base agreement ready to sign
- Exhibits 45 days after signing
 - Project Plan
 - Marketing Plan
 - Governance model
- No payment until all are signed

Agreement highlights



- This is a Co-development agreement
 - Sun handles Java + Tools
 - Google handles OS
 - Mutually agree on architecture
- Sun creates commercial implementation, becomes “Redhat”
 - Provides Carrier and OEM support
 - Core to their business model
 - Does not want Google to compete
 - Google carved out HTC and LG
 - Google can work with its partners 6 months after initial release
- Sun manages developer community
- Google manages repository and bug database, becomes “Linus Torvalds”

Open Source License



- Only OSI Certified Licenses
- Dual License
 - Sun CDDL (OSI approved, Mozilla derivative) for Java
 - <http://www.sun.com/cddl/>
 - Includes patent grants
 - Granular file-based copy-left
 - Required because of MSFT settlement
 - ASF 2.0 for everything Google

Fees and Payments



- Previously \$36M approved by EMG
 - EMG uncomfortable with price
- Negotiations ensued
 - New price \$28M spread over 3 years



- Both parties agree to a joint press announcement
- Best strategy is a pre-announcement to relieve industry fears

What If?



- What if we don't do this deal?
 - Too expensive
 - Co-development suboptimal
- Open Source our Guava implementation
 - Schedule impact
 - Adversarial Approach
 - Some carriers require Java certification
- Take a lesser license
 - Smaller payment
 - Not Open, puts Sun in a position of control



- Final Approval
- Agree to press announcement
- Agree to co-location of Sun engineers at Google



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